Exhibit D
ORDER APPROVING FIFTH INTERIM FEE APPLICATION

RADER, FISHMAN & GRAUER PLLC
39533 Woodward Ave.
Suite 140
Bloomfield Hills, MI 48304
(248) 594-0600
Leigh C. Taggart

Intellectual Property Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re	:	Chapter 11
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
Debtors.	:	(Jointly Administered)

[PROPOSED] ORDER APPROVING FIFTH INTERIM FEE APPLICATION OF RADER, FISHMAN & GRAUER PLLC FOR INTERIM ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES AS INTELLECTUAL PROPERTY COUNSEL TO THE DELPHI CORPORATION, ET AL., FOR SERVICES RENDERED FROM FEBRUARY 1, 2007 THROUGH MAY 31, 2007

AND NOW THIS ________day of ________, 2007, upon consideration of the foregoing Fifth Interim Fee Application of Rader, Fishman & Grauer PLLC for Interim Allowance of Compensation and Reimbursement of Expenses as Intellectual Property Counsel of Delphi Corporation, et al. with good cause being shown, notice given and no objections having been received, it is hereby

ORDERED that the Fifth Interim Application is hereby approved: and it is further

ORDERED that the Debtor is authorized and directed to pay Rader, Fishman & Grauer PLLC the unpaid portion of the following:

100% of fees for the period from February 1, 2007 through May 31, 2007, which amount is $218,619.76 and 100% of expenses for the period February 1, 2007 through May 31, 2007, which amount is $76,155.32.

SO ORDERED

____

United States Bankruptcy Judge